

FCC 601**Main Form****DOCKET FILE COPY ORIGINAL****FCC Application for Wireless
Telecommunications Bureau
Radio Service Authorization**Approved by OMB
3060 - 0798See instructions for
public burden estimate
Submitted 03/23/2005
at 01:42PMFile Number:
0002069525

1) Radio Service Code: CW	1a) Existing Radio Service Code:
2) Application Purpose: Amendment	
3a) If this request is for a <u>D</u> evelopmental License, <u>D</u> emonstration License, or a <u>S</u> pecial Temporary Authorization (STA), enter the code and attach the required exhibit as described in the instructions. Otherwise enter <u>N</u> (Not Applicable).	(<u>N</u>) <u>D</u> <u>M</u> <u>S</u> <u>N/A</u>
3b) If this request is for Special Temporary Authority due to an emergency situation, enter 'Y'; otherwise enter 'N'. Refer to Rule 1.915 for an explanation of situations considered to be an emergency.	(<u>N</u>) <u>Y</u> <u>e</u> <u>s</u> <u>N</u> <u>o</u>
4) If this request is for an Amendment or Withdrawal, enter the file number of the pending application currently on file with the FCC.	File Number: 0002069525
5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Consolidate Call Signs, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license.	Call Sign:
6) If this request is for a New, Amendment, Renewal Only, or Renewal/Modification, enter the requested authorization expiration date (this item is optional).	
7) Is this request "major" as defined in Section 1.929 of the Commission's Rules when read in conjunction with the applicable radio service rules found in Parts 22 and 90 of the Commission's Rules? (NOTE: This question only applies to certain site-specific applications. See the instructions for applicability and full text of Section 1.929)	() <u>Y</u> <u>e</u> <u>s</u> <u>N</u> <u>o</u>
8a) Does this filing request a Waiver of the Commission's Rules? If 'Yes', attach an exhibit providing the rule numbers and expanding circumstances.	(<u>N</u>) <u>Y</u> <u>e</u> <u>s</u> <u>N</u> <u>o</u>
8b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.	
8c) Are the frequencies or parameters requested in this filing covered by grandfathered privileges, previously approved by waiver, or functionally integrated with an existing station?	() <u>Y</u> <u>e</u> <u>s</u> <u>N</u> <u>o</u>
9) Are attachments being filed with this application?	(<u>Y</u>) <u>Y</u> <u>e</u> <u>s</u> <u>N</u> <u>o</u>

Applicant Information

10) FCC Registration Number (FRN): 0012198735			
11) Licensee is a(n): Limited Liability Corporation			
12) First Name (if individual):	MI:	Last Name:	Suffix:
13) Entity Name (if other than individual): Royal Street Communications, LLC			
14) Name of Real Party in Interest of Applicant (if different from applicant):			
15) Taxpayer Identification Number of Real Party in Interest:			
16) Attention To: Robert A. Gerard			
17) P.O. Box: 2365	And/Or	18) Street Address: 611 Hill Street	

19) City: Southampton	20) State: NY	21) Zip Code: 11969
22) Telephone Number: (631)834-9325		23) FAX Number: (212)929-0652
24) E-Mail Address: ragerard@optonline.net		

Contact Information (If different than applicant)

25) First Name: Paul	MI: C	Last Name: Besozzi	Suffix:
26) Entity Name: Patton Boggs LLP			
27) P.O. Box:	And/Or	28) Street Address: 2550 M Street, N.W.	
29) City: Washington	30) State: DC	31) Zip Code: 20037-1301	
32) Telephone Number: (202)457-5292		33) FAX Number: (202)457-6315	
34) E-Mail Address: pbesozzi@pattonboggs.com			

Regulatory Status

35) This filing is for authorization to provide or use the following type(s) of radio service offering (enter all that apply):	<input checked="" type="checkbox"/> (Yes) <u>C</u> ommon Carrier <input type="checkbox"/> (No) <u>N</u> on-Common Carrier <input type="checkbox"/> (No) <u>P</u> rivate, internal communications <input type="checkbox"/> (No) <u>B</u> roadcast Services <input type="checkbox"/> (No) <u>B</u> and <u>M</u> anager
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Type of Radio Service

36) This filing is for authorization to provide the following type(s) of radio service (enter all that apply):	<input checked="" type="checkbox"/> (Yes) <u>F</u> ixed <input checked="" type="checkbox"/> (Yes) <u>M</u> obile <input type="checkbox"/> (No) <u>R</u> adiolocation <input type="checkbox"/> (No) <u>S</u> atellite (sound) <input type="checkbox"/> (No) <u>B</u> roadcast Services
37) Interconnected Service? (<u>Y</u>) <u>Yes</u> <u>No</u>	

Fee Status

38) Is the Applicant exempt from FCC application fees?	(<u> </u>) <u>Yes</u> <u>No</u>
39) Is the Applicant exempt from FCC regulatory fees?	(<u> </u>) <u>Yes</u> <u>No</u>

Alien Ownership Questions (If any answer is Yes, attach exhibit explaining circumstances.)

40) Is the applicant a foreign government or the representative of any foreign government?	(<u>N</u>) <u>Yes</u> <u>No</u>
41) Is the applicant an alien or the representative of an alien?	(<u>N</u>) <u>Yes</u> <u>No</u>
42) Is the applicant a corporation organized under the laws of any foreign government?	(<u>N</u>) <u>Yes</u> <u>No</u>
43) Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<u>N</u>) <u>Yes</u> <u>No</u>

44) Is the applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? (N) Yes
No

Basic Qualification Questions (If any answer is Yes, attach exhibit explaining circumstances.)

45) Has the applicant or any party to this application or amendment had any FCC station authorization, license, or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u>
46) Has the applicant or any party to this application or amendment, or any party directly or indirectly controlling the applicant, ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
47) Has any court finally adjudged the applicant or any party directly or indirectly controlling the applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
48) Is the applicant or any party directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>

Aeronautical Advisory Station (Unicom) Certification

49) () I certify that the station will be located on property of the airport to be served, and, in cases where the airport does not have a control tower, RCO, or FAA flight service station, that I have notified the owner of the airport and all aviation service organizations located at the airport within ten days prior to application.

50) Race, Ethnicity, Gender of Applicant/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

General Certification Statements

1) The applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
2) The applicant certifies that grant of this application would not cause the applicant to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
3) The applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
4) The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under Section 1.2002(c) of the rules, 47 CFR § 1.2002(c). See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b) for the definition of 'party to the application' as used in this certification.
5) The applicant certifies that it either (1) has current Form 602 on file with the Commission, (2) is filing an update Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

6) The applicant certifies that the facilities, operations, and transmitters for which this authorization is hereby requested are either: (1) categorically excluded from routine environmental evaluation for RF exposure as set forth in 47 C.F.R. § 1.1307(b); or, (2) have been found not to cause human exposure to levels of radiofrequency radiation in excess of the limits specified in 47 C.F.R. §§ 1.1310 and 2.1093; or, (3) are the subject of one or more Environmental Assessments filed with the Commission.

Signature

51) Typed or Printed Name of Party Authorized to Sign			
First Name: Robert	MI: A	Last Name: Gerard	Suffix:
52) Title: Chairman Of Mgmt Comm. and CEO			
Signature: Robert A Gerard			53) Date: 03/23/05
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
<p>Upon grant of this license application, the licensee may be subject to certain construction or coverage requirements. Failure to meet the construction or coverage requirements will result in termination of the license. Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of license requested in this application.</p> <p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).</p>			

FCC 601 Schedule B	Schedule for Geographically Licensed Services	Approved by OMB 3060 - 0798 See instructions for public burden estimate
		File Number: 0002069525

Market/Channel Block				
1) Market Designator	2) Market Name	3) Channel Block	4) Sub-Market Designator	5) I am seeking a Tribal Lands Bidding Credit in this market
BTA159	Gainesville, FL	C5	5	No
BTA212	Jacksonville, FL	C4	4	No
BTA239	Lakeland-Winter Haven, FL	C4	4	No
BTA262	Los Angeles, CA	C5	5	No
BTA289	Melbourne-Titusville, FL	C4	4	No
BTA336	Orlando, FL	C4	4	No

Tribal Lands Information						
6) Market Designator	7) Channel Block	8) Name of Tribal Lands	9) Area, in square kilometers, of tribal lands contained within	10) Indicate with an "X" those tribal lands where applicant has secured the required certification(s) from	11) The amount of bidding credit as defined by	12) Additional amount of bidding credit requested (attach

designated market	the tribal governments (attach certification(s))	FCC Rules (by Market)	justification)
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Certification Statements**For Applicants Claiming Eligibility as an Entrepreneur Under the General Rule**

Applicant certifies that they are eligible to obtain the licenses for which they apply.

For Applicants Claiming Eligibility as a Publicly Traded Corporation

Applicant certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Applicants Claiming Eligibility using a Control Group Structure

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Applicants Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Applicants Claiming Eligibility as a Rural Telephone Company

Applicant certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

For Applicants Claiming Tribal Lands Bidding Credit

Applicant certifies that it will comply with the bidding credit buildout requirements and consult with the tribal government(s) regarding the siting of facilities and deployment of service on the tribal land(s) as set out in the applicable FCC rules.
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The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.
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Attachment List

Attachment Type	Date	Description	Contents
Other	03/07/05	Exhibit C: Closed Bidding Eligibility	0179994558909782861567624.pdf
Other	03/07/05	Exhibit D: Designated Entities	0179994588909782861567624.pdf
Other	03/07/05	Exhibit E: Agreements & Other Instruments	0179994598909782861567624.pdf

Other	03/07/05	Exhibit H: Geographic Overlap Statement	<u>0179994608909782861567624.pdf</u>
Ownership	03/23/05	Exhibit A: Ownership	<u>0180034158909782861567624.pdf</u>

EXHIBIT A: OWNERSHIP

In accordance with page 6 of Attachment E to the FCC's Public Notice, DA 05-459, "Broadband PCS Spectrum Auction Closes," released February 18, 2005, Royal Street Communications, LLC ("Royal") is providing the ownership information required by Section 1.2112(a) of the Commission's rules by attaching a copy of its current FCC Form 602 (excluding TTN information).

There are several entities that are newly listed on the Schedule A, Form 602 for the M/C Venture Partners V entities ("M/C") since the filing of Royal's Form 175. Texas-11 Newco LLC became a FCC licensee after Royal's Form 175 was filed. With respect to Florida Digital Network, Inc., ICG Communications, Inc. and Elantic Telecom, Inc., in the course of preparing an updated Form 602 for Royal it was determined that these entities had previously been reported as regulated interests by M/C on similar Form 602s. After confirming that these remained current interests of M/C, Royal has added them to its Form 602 in the interest of full disclosure. Royal does not believe that the addition of these M/C interests, which were previously reported to the Commission, is of any decisional significance.

FCC 602
Main Form

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See Instructions for
Public burden estimate
Submitted
03/22/2005 at 6:03 PM
File Number:
0002096140

Filing Type

1a) <input checked="" type="checkbox"/> Current Filing	<input type="checkbox"/> Proposed Filing
1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's Rules? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership, interest or control greater.	

Filer Information

2) First Name (if individual):	MI:	Last Name:	Suffix:
3) Filer Name (if entity): Royal Street Communications, LLC			4) FCC Registration Number (FRN): 12198735

5) Contact Information

Name and Address: 2550 M Street, N.W. Washington DC 20037 Attn: Paul C. Besozzi, Esq.	Telephone Number: 202-457-5282 Fax Number: 202-457-8315 E-mail Address: pbesozzi@pattonboggs.com
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Related FCC Regulated Businesses of Filer

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
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Signature

7) Typed or Printed Name of Party Authorized to Sign

First Name: Robert	MI: A	Last Name: Gerard	Suffix:
Title: Chairman, Management Committee and CEO			
Signature: Robert A Gerard			Date: 3/22/2005

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC 602 Main Form
March 2005

FCC 602
Schedule A

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): C9 Wireless, LLC		3) FCC Registration Number(FRN): 12216529	
4) Disclosable Interest Holder's Address: PO Box 2365 Southampton NY 11969			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 15
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

[illegible]

FCC 602
Schedule A

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): GWI PCS1, Inc.		3) FCC Registration Number(FRN): 1658335	
4) Disclosable Interest Holder's Address: 8144 Walnut Hill Lane, Suite 800 Dallas TX 75231			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 75
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

[illegible]

FCC 602
Schedule A

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): MetroPCS, Inc.		3) FCC Registration Number(FRN): 5824974	
4) Disclosable Interest Holder's Address: 8144 Walnut Hill Lane, Suite 800 Dallas TX 75231			
5) Type of Interest in Filer () (refer to instructions for a list of codes) Direct Ownership Interest in Filer Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 85
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Common Stock/Voting Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
GWI PCS1, Inc.	CMRS	1658335	100
GWI PCS10, Inc.	CMRS	1658160	100

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
GWI PCS11, Inc.	CMRS	1658145	100
GWI PCS12, Inc.	CMRS	1658137	100
GWI PCS13, Inc.	CMRS	1658111	100
GWI PCS14, Inc.	CMRS	1658095	100
GWI PCS2, Inc.	CMRS	1658319	100
GWI PCS3, Inc.	CMRS	1658293	100
GWI PCS4, Inc.	CMRS	1658277	100
GWI PCS5, Inc.	CMRS	1658251	100
GWI PCS6, Inc.	CMRS	1658236	100
GWI PCS7, Inc.	CMRS	1658221	100
GWI PCS8, Inc.	CMRS	1658194	100
GWI PCS9, Inc.	CMRS	1658178	100
MetroPCS California/Florida, Inc.	CMRS	6285167	100

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3080 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Robert	MI: A	Last Name: Gerard	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 5178785	
4) Disclosable Interest Holder's Address: PO Box 2365 Southampton NY 11969			
5) Type of Interest in Filer () (refer to instructions for a list of codes) Indirect Ownership Interest in Filer Officer Key Management Personnel	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 15
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

[illegible]

FCC 602
Schedule A

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): MetroPCS Communications, Inc.		3) FCC Registration Number(FRN): 10623304	
4) Disclosable Interest Holder's Address: 8144 Walnut Hill Lane, Suite 800 Dallas TX 75231			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 85
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Common Stock/Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
GWI PCS1, Inc.	CMRS	1658335	100
GWI PCS10, Inc.	CMRS	1658160	100

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
GWI PCS1, Inc.	CMRS	1658145	100
GWI PCS2, Inc.	CMRS	1658137	100
GWI PCS13, Inc.	CMRS	1658111	100
GWI PCS14, Inc.	CMRS	1658085	100
GWI PCS2, Inc.	CMRS	1658319	100
GWI PCS3, Inc.	CMRS	1658293	100
GWI PCS4, Inc.	CMRS	1658277	100
GWI PCS5, Inc.	CMRS	1658251	100
GWI PCS6, Inc.	CMRS	1658236	100
GWI PCS7, Inc.	CMRS	1658210	100
GWI PCS8, Inc.	CMRS	1658194	100
GWI PCS9, Inc.	CMRS	1658178	100
MetroPCS California/Florida, Inc.	CMRS	6285167	100

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): MetroPCS Wireless, Inc.		3) FCC Registration Number(FRN): 9990011	
4) Disclosable Interest Holder's Address: 8144 Walnut Hill Lane, Suite 800 Dallas TX 75231			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 75
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Common Stock/Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
GWI PCS1, Inc.	CMRS	1658335	100
GWI PCS10, Inc.	CMRS	1658160	100

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
GWI PCS1, Inc.	CMRS	1658145	100
GWI PCS12, Inc.	CMRS	1658137	100
GWI PCS13, Inc.	CMRS	1658111	100
GWI PCS14, Inc.	CMRS	1658095	100
GWI PCS3, Inc.	CMRS	1658293	100
GWI PCS4, Inc.	CMRS	1658277	100
GWI PCS5, Inc.	CMRS	1658251	100
GWI PCS6, Inc.	CMRS	1658236	100
GWI PCS7, Inc.	CMRS	1658210	100
GWI PCS8, Inc.	CMRS	1658185	100
GWI PCS9, Inc.	CMRS	1658178	100
MetroPCS California/Florida, Inc.	CMRS	6285167	100

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): MetroPCS California/Florida, Inc.		3) FCC Registration Number(FRN): 6285167	
4) Disclosable Interest Holder's Address: 8144 Walnut Hill Lane, Suite 800 Dallas TX 75231			
5) Type of Interest in Filer () (refer to instructions for a list of codes) Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 75
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Common Stock:Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
GWI PCS1, Inc.	CMRS	1658335	100
GWI PCS3, Inc.	CMRS	1658293	100

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
GWI PCS9, Inc.	CMRS	1658277	100
GWI PCS10, Inc.	CMRS	1658251	100
GWI PCS8, Inc.	CMRS	1658236	100
GWI PCS10, Inc.	CMRS	1658160	100
GWI PCS11, Inc.	CMRS	1658145	100
GWI PCS12, Inc.	CMRS	1658137	100
GWI PCS13, Inc.	CMRS	1658111	100
GWI PCS14, Inc.	CMRS	1658095	100

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Schedule for Disclosable Interest Holders

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Accel IV, L.P.		3) FCC Registration Number(FRN): 10623304	
4) Disclosable Interest Holder's Address: 428 University Avenue Palo Alto CA 94301			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 15.64
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Common Stock: Voting Preferred Stock: Voting, Convertible		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
GWI PCS1, Inc.	CMRS	1658335	15.64
GWI PCS10, Inc.	CMRS	1658160	15.64

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
GWI PCS1, Inc.	CMRS	1658145	15.64
GWI PCS2, Inc.	CMRS	1658137	15.64
GWI PCS13, Inc.	CMRS	1658111	15.64
GWI PCS14, Inc.	CMRS	1658095	15.64
GWI PCS2, Inc.	CMRS	1658319	15.64
GWI PCS3, Inc.	CMRS	1658293	15.64
GWI PCS4, Inc.	CMRS	1658277	15.64
GWI PCS5, Inc.	CMRS	1658251	15.64
GWI PCS6, Inc.	CMRS	1658236	15.64
GWI PCS7, Inc.	CMRS	1658210	15.64
GWI PCS8, Inc.	CMRS	1658194	15.64
GWI PCS9, Inc.	CMRS	1658178	15.64
MetroPCS California/Florida, Inc.	CMRS	6285167	15.64

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): M/C Venture Partners V, LP		3) FCC Registration Number(FRN): 8507279	
4) Disclosable Interest Holder's Address: 75 State Street, Suite 2500 Boston MA 02109			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to Instructions for list of codes): Limited Partnership		7) Percent of Interest Held in Filer: 10.43
8) Disclosable Interest Holder's Type of Ownership () (refer to Instructions for a list of codes): Preferred Stock: Voting, Convertible	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US		

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of interest Held
Cavaller Telephone L.L.C.	CLEC	7157811	26.8
Harbor Guardband, LLC	700 MHz Guardband	8221238	46.8

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Coral Wireless, LLC	CMRS	9905880	23.16
Cleveland Unlimited License Sub, LLC	CMRS	12405084	42.17
Texas-11 Newco LLC	CMRS	12287553	47.19
Florida Digital Network, Inc. dba FDN Communications	CLEC	3724945	48.7
ICG Communications, Inc.	CLEC	1806300	37.84
Elantic Telecom, Inc.	Fiber	13102439	37.6
GWI PCS1, Inc.	CMRS	1658335	10.43
GWI PCS10, Inc.	CMRS	1658160	10.43
GWI PCS11, Inc.	CMRS	1658145	10.43
GWI PCS12, Inc.	CMRS	1658137	10.43
GWI PCS13, Inc.	CMRS	1658111	10.43
GWI PCS14, Inc.	CMRS	1658095	10.43
GWI PCS2, Inc.	CMRS	1658319	10.43

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
GWI PCS1, Inc.	CMRS	1658293	10.43
GWI PCS2, Inc.	CMRS	1658277	10.43
GWI PCS5, Inc.	CMRS	1658251	10.43
GWI PCS6, Inc.	CMRS	1658236	10.43
GWI PCS7, Inc.	CMRS	1658210	10.43
GWI PCS8, Inc.	CMRS	1658194	10.43
GWI PCS9, Inc.	CMRS	1658178	10.43
MetroPCS California/Florida, Inc.	CMRS	6285167	10.43

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Russell	MI: C	Last Name: Filbey	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 12219812	
4) Disclosable Interest Holder's Address: 8144 Walnut Hill Lane, Suite 800 Dallas TX 75231			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Key Management Personnel	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 0
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Other: Member of Management Committee		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN):	10d) Percent of Interest Held

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Schedule for Disclosable Interest Holders

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Scott	MI: D	Last Name: Hanna	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 12220034	
4) Disclosable Interest Holder's Address: 8144 Walnut Hill Lane, Suite 800 Dallas TX 75231			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Key Management Personnel	6) Disclosable Interest Holder is a (n): () (refer to Instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 0
8) Disclosable Interest Holder's Type of Ownership () (refer to Instructions for a list of codes): Other: Member of Management Committee		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

[illegible]

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): M/C VP V LLC		3) FCC Registration Number(FRN): 13100110	
4) Disclosable Interest Holder's Address: 75 State Street Suite 2500 Boston MA 02109			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to Instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 10.43
8) Disclosable Interest Holder's Type of Ownership () (refer to Instructions for a list of codes): Preferred Stock/Voting/Convertible		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Cavalier Telephone L.L.C.	CLEC	7157811	26.8
Cleveland Unlimited License Sub, LLC	CMRS	12405064	42.17

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Coral Wireless, LLC	CMRS	9905860	23.16
Elantic Telecom, Inc.	Lt Fiber	13102439	37.6
Florida Digital Network, Inc. FSN Communications	CLEC	3724945	48.7
Harbor Guardband, LLC	700 MHz Guardband	8221236	46.8
ICG Communications, Inc.	CLEC	1606300	37.84
GWI PCS1, Inc.	CMRS	1658335	10.43
GWI PCS10, Inc.	CMRS	1658160	10.43
GWI PCS11, Inc.	CMRS	1658145	10.43
GWI PCS12, Inc.	CMRS	1658137	10.43
GWI PCS13, Inc.	CMRS	1658115	10.43
GWI PCS14, Inc.	CMRS	1658095	10.43
GWI PCS2, Inc.	CMRS	1658319	10.43
GWI PCS3, Inc.	CMRS	1658293	10.43

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
GWI PCS1, Inc.	CMRS	1658277	10.43
GWI PCS5, Inc.	CMRS	1658251	10.43
GWI PCS6, Inc.	CMRS	1658236	10.43
GWI PCS7, Inc.	CMRS	1658210	10.43
GWI PCS8, Inc.	CMRS	1658194	10.43
GWI PCS9, Inc.	CMRS	1658178	10.43
MetroPCS California/Florida, Inc.	CMRS	6285167	10.43
Texas-11 Newco LLC	CMRS	12287553	47.19

Exhibit to Royal Street Communications, LLC Form 602, Schedule A

Exhibit to Schedule A re: M/C Venture Partners V, L.P.

An affiliated group of funds ("M/C Ventures") including Chestnut Venture Partners, M/C Venture Investors, L.L.C., M/C Venture Partners IV, L.P. and M/C Venture Partners V, L.P. (reflected on the Form 602 as M/C Venture Partners V, LP) holds in the aggregate a 10.43% ownership interest in MetroPCS Communications, Inc., an indirect 85% interest holder in the Filer, giving M/C Ventures a 10.43% indirect ownership interest in the Filer pursuant to Section 1.2112(a)(6) of the Commission's rules. Out of an abundance of caution, the interests of these funds have been aggregated in determining that the 10% reporting threshold was met.

Exhibit to Schedule A re: M/C VP V, L.L.C.

M/C VP V, L.L.C. is the general partner of M/C Venture Partners V, L.P., which (as part of the affiliated group of funds defined above as M/C Ventures) holds in the aggregate a 10.43% ownership interest in MetroPCS Communications, Inc., an indirect 85% interest holder in the Filer, giving M/C VP V, L.L.C. a 10.43% indirect ownership interest in the Filer pursuant to Section 1.2112(a)(6) of the Commission's rules. Out of an abundance of caution, the interests of these funds have been aggregated in determining that the 10% reporting threshold was met.

Exhibit to Schedule A re: Accel IV, L.P.

An affiliated group of funds ("Accel Ventures") including Accel Investors '94, L.P., Accel IV, L.P., Accel Keiretsu, L.P., Ellmore C. Patterson Partners, Prosper Partners, Accel VII L.P., Accel Internet Fund III L.P., Accel '99 L.P. and ACP Family Partnership L.P. (reflected on the Form 602 as Accel IV, L.P.) holds in the aggregate a 15.64% ownership interest in MetroPCS Communications, Inc., an indirect 85% interest holder in the Filer, giving Accel Ventures a 15.64% indirect ownership interest in the Filer pursuant to Section 1.2112(a)(6) of the Commission's rules. Out of an abundance of caution, the interests of these funds have been aggregated in determining that the 10% reporting threshold was met.

EXHIBIT C: CLOSED BIDDING ELIGIBILITY

Royal Street Communications, LLC ("Royal") hereby submits the following information to demonstrate that it is eligible to bid on and obtain broadband PCS C and F block licenses subject to closed bidding under Sections 24.709(a) of the Commission's Rules in Auction 58.

The attributable gross revenues of Royal, its affiliates, its controlling interests and the affiliates of those controlling interests were less than \$125 million in each of the last two (2) years prior to the filing of Royal's Form 175 and the total assets of such entities were less than \$500 million on the date of the filing of that short form application. As evidence thereof, Royal sets forth the following information required under Sections 1.2110(b)(1)(i) and 1.2112(b)(1)(ii) of the Commission's Rules.

1. Applicant

Royal is a State of Delaware Limited Liability Company formed on November 22, 2004. Royal had no gross revenues in either of the last two calendar years.

2002 Gross Revenues = \$0

2003 Gross Revenues = \$0

Royal's total assets were valued at \$1000¹

2. Affiliates Of The Applicant

- a. C9 Wireless, LLC ("C9 Wireless"), a State of Delaware Limited Liability Company, holds a 15 percent member interest in Royal and is entitled to appoint a majority of the members of the Management Committee. C9 Wireless was formed on November 22, 2004. It had no gross revenue in either of the relevant 2 calendar years.

2002 Gross Revenues = \$0

2003 Gross Revenues = \$0

C9 Wireless' total assets were valued at \$0

- b. Robert A. Gerard, a U.S. citizen, is the sole managing member of C9 Wireless, a Member of and the Chairman of the Management Committee and the Chief Executive Officer of Royal. In accordance with Section 1.2110(c)(2)(ii)(F) of the Commission's Rules, the personal net worth and income of Mr. Gerard are not

¹ This reflects the initial paid-in capital as of the FCC Form 175 filing date.

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attributed to Royal. However, the following assets and gross revenues are attributable to Royal based on Section 1.2110(c)(5) of the Commission's Rules relating to affiliated entities².

- (i) Loti G. Gaffney Irrevocable Trust U/W/O Leon Falk - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his mother. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$1,457,915.00

2003 Gross Revenues = \$3,257,173.00

Total assets were valued at \$5,530,572.00

- (ii) Loti G. Gaffney Irrevocable Trust F/B/O Robert G. Gerard - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his son. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$24,516.00

2003 Gross Revenues = \$92,600.00

Total assets were valued at \$157,540.00

- (iii) Loti G. Gaffney Irrevocable Trust F/B/O William A. Gerard - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his son. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$16,010.00

2003 Gross Revenues = \$88,076.00

Total assets were valued at \$169,257.00

² Royal is including the revenues attributable to Mr. Gerard's spouse, kin and family investment partnership out of an abundance of caution. In some instances, the cited entities may not be under the control of Royal or Royal's controlling officer, Mr. Gerard. In addition, the revenues and assets associated with family investment partnerships established for estate planning purposes should be deemed personal income, not business revenues, and considered to be part of the individual's personal net worth, since these are not "business entities." The other members of Royal's Management Committee have no attributable gross revenues based on Section 1.2110 (c)(2)(ii)(F) of the Commission's Rules.

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- (iv) Loti G. Gaffney 2002 Grantor Trust - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard has investment authority with respect to this trust, for which his mother is the trustee. The attributable assets and gross revenues are as follows:

2002 Gross Revenues = \$0

2003 Gross Revenues = \$4,612,828.00

Total assets were valued at \$9,395,644.00

- (v) GFP, L.P. - Mr. Gerard is the General Partner of GFP, L.P., a State of Delaware Limited Partnership. GFP, L.P. is a family investment partnership established by Mr. Gerard for himself and certain family members for estate planning purposes. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$1,276,640.00

2003 Gross Revenues = \$756,271.00

Total assets were valued at \$32,212,359.00

- (vi) Celia Coolidge Gerard 1995 Trust - Mr. Gerard's wife is a trustee of this trust for his daughter. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$46,890.00

2003 Gross Revenues = \$40,479.00

Total assets were valued at \$79,180.00

- (vii) Robert G. Gerard 1995 Trust - Mr. Gerard's wife is a trustee of this trust for his son. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$24,753.00

2003 Gross Revenues = \$4,820.00

Total assets were valued at \$56,331.00

- (viii) William A. Gerard 1995 Trust - Mr. Gerard's wife is a trustee of this trust for his son. The attributable assets and relevant gross revenues are as follows:

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2002 Gross Revenues = \$18,398.00

2003 Gross Revenues = \$10,337.00

Total assets were valued at \$20,834.00

3. **Controlling Interests In The Applicant**

- a. C9 Wireless a State of Delaware Limited Liability Company, holds a 15 percent member interest in Royal and is entitled to appoint a majority of the Members of the Management Committee. C9 Wireless was formed on November 22, 2004. It had no gross revenue in either of the relevant 2 calendar years.

2002 Gross Revenues = \$0

2003 Gross Revenues = \$0

C9 Wireless' total assets were valued at \$0

- b. Robert A. Gerard, a U.S. citizen, is the sole managing member of C9 Wireless, a Member of and the Chairman of the Management Committee and the Chief Executive Officer of Royal. In accordance with Section 1.2110(c)(2)(ii)(F) of the Commission's Rules, the personal net worth and income of Mr. Gerard are not attributed to Royal. However, the following assets and gross revenues are attributable to Royal based on Section 1.2110(c)(5) of the Commission's Rules relating to affiliated entities.³

- (i) Loti G. Gaffney Irrevocable Trust U/W/O Leon Falk - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his mother. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$1,457,915.00

2003 Gross Revenues = \$3,257,173.00

Total assets were valued at \$5,530,572.00

³ Royal is including the revenues attributable to Mr. Gerard's spouse, kin and family investment partnership out of an abundance of caution. In some instances, the cited entities may not be under the control of Royal or Royal's controlling officer, Mr. Gerard. In addition, the revenues and assets associated with family investment partnerships established for estate planning purposes should be deemed personal income, not business revenues, and considered to be part of the individual's personal net worth, since these are not "business entities." The other members of Royal's Management Committee have no attributable gross revenues based on Section 1.2110 (c)(2)(ii)(F) of the Commission's Rules.

- (ii) Loti G. Gaffney Irrevocable Trust F/B/O Robert G. Gerard - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his son. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$24,516.00

2003 Gross Revenues = \$92,600.00

Total assets were valued at \$157,540.00

- (iii) Loti G. Gaffney Irrevocable Trust F/B/O William A. Gerard - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his son. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$16,010.00

2003 Gross Revenues = \$88,076.00

Total assets were valued at \$169,257.00

- (iv) Loti G. Gaffney 2002 Grantor Trust - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard has investment authority with respect to this trust, for which his mother is the trustee. The attributable assets and gross revenues are as follows:

2002 Gross Revenues = \$0

2003 Gross Revenues = \$4,612,828.00

Total assets were valued at \$9,395,644.00

- (v) GFP, L.P. - Mr. Gerard is the General Partner of GFP, L.P., a State of Delaware Limited Partnership. GFP, L.P. is a family investment partnership established by Mr. Gerard for himself and certain family members for estate planning purposes. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$1,276,640.00

2003 Gross Revenues = \$756,271.00

Total assets were valued at \$32,212,359.00

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- (vi) Celia Coolidge Gerard 1995 Trust - Mr. Gerard's wife is a trustee of this trust for his daughter. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$46,890.00

2003 Gross Revenues = \$40,479.00

Total assets were valued at \$79,180.00

- (vii) Robert G. Gerard 1995 Trust - Mr. Gerard's wife is a trustee of this trust for his son. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$24,753.00

2003 Gross Revenues = \$4,820.00

Total assets were valued at \$56,331.00

- (viii) William A. Gerard 1995 Trust - Mr. Gerard's wife is a trustee of this trust for his son. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$18,398.00

2003 Gross Revenues = \$10,337.00

Total assets were valued at \$20,834.00

4. Affiliates Of Controlling Interests In The Applicant

- a. C9 Wireless, a State of Delaware Limited Liability Company, holds a 15 percent member interest in Royal and is entitled to appoint a majority of the Members of the Management Committee. C9 Wireless was formed on November 22, 2004. It had no gross revenue in either of the relevant 2 calendar years.

2002 Gross Revenues = \$0

2003 Gross Revenues = \$0

C9 Wireless' total assets were valued at \$0

- b. Robert A. Gerard, a U.S. citizen, is the sole managing member of C9 Wireless, a Member of and the Chairman of the Management Committee and Chief Executive Officer of Royal. In accordance with Section 1.2110(c)(2)(ii)(F) of the Commission's Rules, the personal net worth and income of Mr. Gerard are not attributed to Royal.

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However, the following assets and gross revenues are attributable to Royal based on Section 1.2110(c)(5) of the Commission's Rules relating to affiliated entities⁴.

- (i) Loti G. Gaffney Irrevocable Trust U/W/O Leon Falk - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his mother. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$1,457,915.00

2003 Gross Revenues = \$3,257,173.00

Total assets were valued at \$5,530,572.00

- (ii) Loti G. Gaffney Irrevocable Trust F/B/O Robert G. Gerard - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his son. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$24,516.00

2003 Gross Revenues = \$92,600.00

Total assets were valued at \$157,540.00

- (iii) Loti G. Gaffney Irrevocable Trust F/B/O William A. Gerard - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his son. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$16,010.00

2003 Gross Revenues = \$88,076.00

Total assets were valued at \$169,257.00

- (iv) Loti G. Gaffney 2002 Grantor Trust - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard has investment authority with respect to this trust,

⁴ Royal is including the revenues attributable to Mr. Gerard's spouse, kin and family investment partnership out of an abundance of caution. In some instances, the cited entities may not be under the control of Royal or Royal's controlling officer, Mr. Gerard. In addition, the revenues and assets associated with family investment partnerships established for estate planning purposes should be deemed personal income, not business revenues, and considered to be part of the individual's personal net worth, since these are not "business entities." The other members of Royal's Management Committee have no attributable gross revenues based on Section 1.2110 (c)(2)(ii)(F) of the Commission's Rules.

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for which his mother is the trustee. The attributable assets and gross revenues are as follows:

2002 Gross Revenues = \$0

2003 Gross Revenues = \$4,612,828.00

Total assets were valued at \$9,395,644.00

- (v) GFP, L.P. - Mr. Gerard is the General Partner of GFP, L.P., a State of Delaware Limited Partnership. GFP, L.P. is a family investment partnership established by Mr. Gerard for himself and certain family members for estate planning purposes. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$1,276,640.00

2003 Gross Revenues = \$756,271.00

Total assets were valued at \$32,212,359.00

- (vi) Celia Coolidge Gerard 1995 Trust - Mr. Gerard's wife is a trustee of this trust for his daughter. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$46,890.00

2003 Gross Revenues = \$40,479.00

Total assets were valued at \$79,180.00

- (vii) Robert G. Gerard 1995 Trust - Mr. Gerard's wife is a trustee of this trust for his son. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$24,753.00

2003 Gross Revenues = \$4,820.00

Total assets were valued at \$56,331.00

- (viii) William A. Gerard 1995 Trust - Mr. Gerard's wife is a trustee of this trust for his Son. The attributable assets and relevant gross revenues are as follows:

2002 Gross Revenues = \$18,398.00

2003 Gross Revenues - \$10,337.00

Total assets were valued at \$20,834.00

5. Cumulative And Aggregated

The cumulative and aggregated relevant gross revenues and assets for Royal,⁵ its affiliates, its controlling interests and the affiliates of its controlling interests are as follows:

2002 Gross Revenues - \$2,865,122.00

2003 Gross Revenues - \$8,862,584.00

Total assets are valued at - \$47,622,517.00

⁵ As set forth in footnotes 2 through 4 of this Exhibit C, the Applicants, out of an abundance of caution, has included in these totals revenues and assets that should be deemed non-attributable personal net worth.

EXHIBIT D: DESIGNATED ENTITIES

Royal Street Communications, LLC ("Royal") submits the following information to demonstrate that it is a very small business under Sections 1.2110(f)(2)(i) and 24.720(b)(2) of the Commission's Rules.

Computed in accordance with Sections 1.2110 and 24.720 of the Commission's Rules, Royal, together with its affiliates and the entities that hold controlling interests in Royal and its affiliates, has average annual gross revenues that are not more than \$15 million for the three (3) calendar years preceding the filing of Royal's FCC Form 175. In support thereof, Royal sets forth the following information required under Sections 1.2110(b)(1) and 1.2112(b)(1)(ii) of the Commission's Rules.

1. Applicant

Royal is a State of Delaware Limited Liability Company formed on November 22, 2004. It had no gross revenue in any of the relevant three calendar years.

2001 Gross Revenues = \$0

2002 Gross Revenues = \$0

2003 Gross Revenues = \$0

Average Gross Revenues (2001-2003) = \$0

2. Affiliates Of The Applicant

- a. C9 Wireless, LLC ("C9 Wireless"), a State of Delaware Limited Liability Company, holds a 15 percent member interest in Royal and is entitled to appoint a majority of the members ("Member") of the Management Committee. C9 Wireless was formed on November 22, 2004. It had no gross revenue in any of the relevant 3 calendar years.

2001 Gross Revenues = \$0

2002 Gross Revenues = \$0

2003 Gross Revenues = \$0

Average Gross Revenues (2001-2003) = \$0

- b. Robert A. Gerard, a U.S. citizen, is the sole managing member of C9 Wireless, a Member of and the Chairman of the Management Committee and the Chief Executive Officer of Royal. In accordance with Section 1.2110(c)(2)(ii)(F) of the Commission's Rules, the personal net worth and income of Mr. Gerard is not

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attributed to Royal. However, the following assets and gross revenues are attributable to Royal based on Section 1.2110(c)(5) of the Commission's Rules¹.

- (i) Loti G. Gaffney Irrevocable Trust U/W/O Leon Falk - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his mother. The attributable gross revenues are as follows:

2001 Gross Revenues = \$1,827,925.00

2002 Gross Revenues = \$1,457,915.00

2003 Gross Revenues = \$3,257,173.00

Average Gross Revenues (2001-2003) = \$2,181,004.00

- (ii) Loti G. Gaffney Irrevocable Trust F/B/O Robert G. Gerard - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his son. The attributable gross revenues are as follows:

2001 Gross Revenues = \$25,776.00

2002 Gross Revenues = \$24,516.00

2003 Gross Revenues = \$92,600.00

Average Gross Revenues (2001-2003) = \$47,631.00

- (iii) Loti G. Gaffney Irrevocable Trust F/B/O William A. Gerard - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his son. The attributable gross revenues are as follows:

2001 Gross Revenues = \$29,359.00

2002 Gross Revenues = \$16,010.00

2003 Gross Revenues = \$88,076.00

Average Gross Revenues (2001-2003) = \$44,482.00

¹ Royal is including the revenues attributable to Mr. Gerard's spouse, kin and family investment partnership out of an abundance of caution. In some instances, the cited entities may not be under the control of Royal or Royal's controlling officer, Mr. Gerard. In addition, the revenues and assets associated with family investment partnerships established for estate planning purposes should be deemed personal income, not business revenues, and considered to be part of the individual's personal net worth, since these are not "business entities." The other members of Royal's Management Committee have no attributable gross revenues based on Section 1.2110 (c)(2)(ii)(F) of the Commission's Rules.

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- (iv) Loti G. Gaffney 2002 Grantor Trust - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard has investment authority with respect to this trust, for which his mother is the trustee. The attributable gross revenues are as follows:

2001 Gross Revenues = \$0

2002 Gross Revenues = \$0

2003 Gross Revenues = \$4,612,828.00

Average Gross Revenues (2001-2003) = \$1,537,609.00

- (v) GFP, L.P. - Mr. Gerard is the General Partner of GFP, L.P., a State of Delaware Limited Partnership. GFP, L.P. is a family investment partnership established by Mr. Gerard for himself and certain family members for estate planning purposes. The attributable gross revenues are as follows:

2001 Gross Revenues = \$831,254.00

2002 Gross Revenues = \$1,276,640.00

2003 Gross Revenues = \$756,271.00

Average Gross Revenues (2001-2003) = \$954,722.00

- (vi) Celia Coolidge Gerard 1995 Trust - Mr. Gerard's wife is a trustee of this trust for his daughter. The attributable gross revenues are as follows:

2001 Gross Revenues = \$124,183.00

2002 Gross Revenues = \$46,890.00

2003 Gross Revenues = \$40,479.00

Average Gross Revenues (2001-2003) = \$70,517.00

- (vii) Robert G. Gerard 1995 Trust - Mr. Gerard's wife is a trustee of this trust for his son. The attributable gross revenues are as follows:

2001 Gross Revenues = \$45,704.00

2002 Gross Revenues = \$24,753.00

2003 Gross Revenues = \$4,820.00

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Average Gross Revenues (2001-2003) = \$25,092.00

- (viii) William A. Gerard 1995 Trust – Mr. Gerard's wife is a trustee of this trust for his son. The attributable gross revenues are as follows:

2001 Gross Revenues = \$54,483.00

2002 Gross Revenues = \$18,398.00

2003 Gross Revenues = \$10,337.00

Average Gross Revenues (2001-2003) = \$27,739.00

3. Controlling Interests In The Applicant

- a. C9 Wireless, a State of Delaware Limited Liability Company, holds a 15 percent member interest in Royal and is entitled to appoint a majority of the Members of the Management Committee. C9 Wireless was formed on November 22, 2004. It had no gross revenue in any of the last 3 calendar years.

2001 Gross Revenues = \$0

2002 Gross Revenues = \$0

2003 Gross Revenues = \$0

Average Gross Revenues (2001-2003) = \$0

- b. Robert A. Gerard, a U.S. citizen, is the sole managing member of C9 Wireless, a Member of and the Chairman of the Management Committee and the Chief Executive Officer of Royal. In accordance with Section 1.2110(c)(2)(ii)(F) of the Commission's Rules, the personal net worth and income of Mr. Gerard is not attributed to Royal. However, the following gross revenues are attributable to Royal based on Section 1.2110(c)(5) of the Commission's Rules².

² Royal is including the revenues attributable to Mr. Gerard's spouse, kin, and family investment partnership out of an abundance of caution. In some instances, the cited entities may not be under the control of Royal or Royal's controlling officer, Mr. Gerard. In addition, the revenues and assets associated with family investment partnerships established for estate planning purposes should be deemed personal income, not business revenues, and considered to be part of the individual's personal net worth, since these are not "business entities." The other members of Royal's Management Committee have no attributable gross revenues based on Section 1.2110 (c)(2)(ii)(F) of the Commission's Rules.

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- (i) Loti G. Gaffney Irrevocable Trust U/W/O Leon Falk - Loti G. Gaffney is Mr. Gerard's mother and Mr. Gerard is a trustee of this trust for the benefit of his mother. The attributable gross revenues are as follows:

2001 Gross Revenues = \$1,827,925.00

2002 Gross Revenues = \$1,457,915.00

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2001 Gross Revenues = \$0

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